

F96000004718

TO: Qualification/Tax Lien Section
Division of Corporations

RECEIVED
SEP 13 1986
TALLAHASSEE, FL
QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: PANOMNITERA, INCORPORATED
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

RENEA M. GLENDINNING
(Name of Person)

KERKERING, BARBERIO AND CO., P.A.
(Firm/Company)

1858 RINGLING BOULEVARD
(Address)

SARASOTA, FL 34236
(City/State/Zip)

RECEIVED
SEP 13 1986
TALLAHASSEE, FL
QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SEP 13 PM 4:12

FILED

Should you need to call someone concerning this matter, please call:

RENEA M. GLENDINNING
(Name of Person)

at (941) 365-4617
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 1, 1996

RENEA M. GLENDINNING
KERKERING, BARBERIO AND CO., P.A.
1858 RINGLING BLVD
SARASOTA, FL 34236

SUBJECT: PANOMNITERRA, INC.
Ref. Number: W96000013814

We have received your document for PANOMNITERRA, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that PANOMNITERRA, INC. has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida". The information received from the Florida Department of Revenue indicates January 1, 1991, as the initial date of transacting business in the State of Florida. Please contact this office concerning the date first transacted business in Florida.

Pursuant to section 607.1502(4) or 617.1502(4), F.S., this office is required to collect a penalty of \$1000 for each year this corporation transacted business in Florida prior to qualification and the appropriate annual report fees that would have been due had the corporation qualified the year it began operation in this state.

However, the \$1000 per year penalty fee is waived, pursuant to laws of Florida 96-212, for any corporation that applies for a certificate of authority between July 1, 1996 and December 1, 1996.

The total amount due this office through December 31, 1996 to cover the back annual report(s) is \$1000.00.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Doug Dickinson
Document Specialist

Letter Number: 296A00032327

AFFIDAVIT

STATE OF
COUNTY OF

FILED
RECORDED
1996
FEB 13 PM 4:13

BEFORE ME, the undersigned notary public, personally appeared Ricardo Soto Paredes ("Affiant"), who, being first duly sworn by me, states that

1 Affiant is the president of Panomniterna, Inc., a corporation organized and existing under the laws of Panama (the "Corporation")

2 The sole shareholder (the "Shareholder") of the Corporation is neither a citizen nor resident of the United States

3 The Shareholder formed the Corporation for the purpose of holding title to a residential condominium unit in Sarasota County, Florida, that the Shareholder acquired for the use as a vacation home. Under the Internal Revenue Code of the United States, the value of the condominium unit would be subject to U.S. estate tax if title to the unit were held by the Shareholder, but not if title were held by the Corporation

4 Attached to this Affidavit is a copy of the first page of the Corporation's Articles of Incorporation, in which the Corporation's purposes are stated generally as the pursuit of any lawful activity

5 The Shareholder uses the condominium unit as a vacation home. During periods when the Shareholder has not been in residence, the condominium unit has been occasionally rented to third parties for residential occupancy


RICARDO SOTO PAREDES

SWORN TO AND SUBSCRIBED before me this _____ day of _____ 1996 by Ricardo Soto Paredes, who is personally known to me or who has produced _____ as identification. If no type of identification is indicated, the above-named person is personally known to me.

Signature of Notary Public

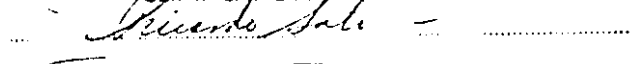
(Notary Seal)

Print Name of Notary Public

I am a Notary Public of the State of _____ and my commission expires on _____

Notario Publico Decano del Estado de Panama con Cédula No. 7 - 37 - 78

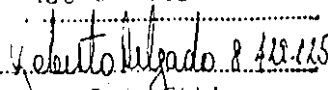
CERTIFICA Que mi(s) firma(s) de



he(n) sido reconocida(s) como suya(s) por el(la) firmante(s) por conjuento de he(n) firma(s) es(s)on) auténtica(s).

ABO 30 1996

Panamá, ..


Firma Cédula

Firma Cédula

Firma Cédula

NOELIA MORENO ALBA

Notario Publico Decano





2
RECIBILE
Comprobante de Recibo (Formulario No. 1001)

1. País: _____
2. Nombre del: Miguel Alvarado
3. Domicilio: Medellin 10
4. _____
5. _____
6. _____
7. por: Administración
8. Bases: 10537
9. Sello (no): 6-
10. Firma: [Signature]

70/8/76

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF
PANOMNITERRA INCORPORATED

Held on February 26, 1996

FILED
SEP 13 PM 4:13
TALLAHASSEE, FLORIDA

At 10:00 o'clock in the forenoon of February 26, 1996, their right to notice having been waived, a meeting of the members of the Board of Directors of **PANOMNITERRA INCORPORATED** was held in the offices of **AROSEMENA NORIEGA & CONTRERAS**, resident agent of the corporation, located at Elvira Mendez Street No 10, Banco do Brasil Building of the City of Panama, Republic of Panama.

Present at such meeting, personally or by proxy, were all the members of the Board of Directors of the corporation, to wit:

RICARDO SOTO PAREDES

RAMON HEBERTO JURADO

STEPHEN JOHN MULLENS (by proxy to Ricardo Soto Paredes)

A quorum being present, Mr. **RICARDO SOTO PAREDES**, President of the corporation, called the meeting to order, and Mr. **RAMON HEBERTO JURADO**, Secretary of the corporation, kept the minutes thereof.

The President stated that the purpose of the meeting was to consider the registration of **PANOMNITERRA INCORPORATED** as a foreign corporation to transact business in the State of Florida and the execution of an application by foreign corporation for authorization to transact business in Florida.

Upon a motion duly made and seconded, the following resolutions were unanimously adopted:

RESOLVED:

To authorize, as it is hereby authorized, the registration of **PANOMNITERRA INCORPORATED** as a foreign corporation to transact business in the State of Florida.

BE IT FURTHER RESOLVED:

To authorize, as they are hereby authorized, **RICARDO SOTO PAREDES**, **RAMON HEBERTO JURADO** and **STEPHEN JOHN MULLENS** in their capacity as Director/President, Director/Secretary/Treasurer and Director, respectively, to sign, execute and deliver on behalf of the corporation an application by foreign corporation for authorization to transact business in Florida, a copy of which has been presented to this meeting and attached to the minutes hereof.

There being no further matters to be discussed, the meeting was unanimously adjourned


RICARDO SOTO PAREDES
President


RAMON HEBERTO JURADO
Secretary

I CERTIFY:




RAMON HEBERTO JURADO
Secretary

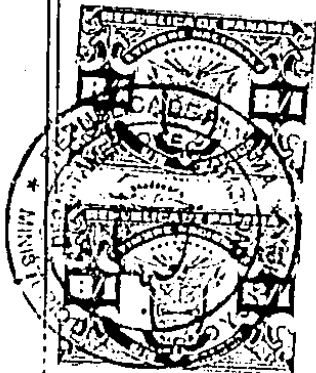
FILED
55 SEP 13 PM 4:13
STATE
TALLAHASSEE, FLORIDA

Yo, NOEMI MORENO ALBA, Notario Público Décimo
del Circuito de Panamá con Cédula No. 7-37-78

CERTIFICO:

Que la(s) firma(s) anterior(es) ha(an) sido reconocida(s) como suya(s) por los firmantes por consiguiente dicha(s) firma(s) es(son) auténtica(s).

Panamá, 13 MAR 1996

Testigo 8-429-825

NOEMI MORENO ALBA
Notario Público Décimo



APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. País Panamá

El presente documento público

2. fue otorgado por Heberto Belgado

3. en la ciudad de Panamá

4. y este revestido de su cédula de Notario


5. el 13 de MAR de 1996

6. por Heberto Belgado

7. el número 3575

8. el número 3575

9. el nombre Heberto Belgado

10. Firma: 

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. Panomniterra Incorporated
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Panama
(State or country under the law of which it is incorporated)
3. 98-0129960
(FBI number, if applicable)
4. October 19, 1979
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Not currently transacting business in Florida
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 1858 Ringling Boulevard
Sarasota, Florida 34236
(Current mailing address)
8. Any lawful activity
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Renea M. Glendinning
Office Address: 1858 Ringling Boulevard
Sarasota, Florida, 34236
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Renea M. Glendinning
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12 Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: FICARDO SOTO PAREDES

Address: Elvira Méndez Street N°10, Banco Do Brasil, Building
Panama City, Panama.

Vice Chairman: _____

Address: _____

Director: RAMON HEBERTO JURADO

Address: Elvira Méndez Street N°10, Banco Do Brasil, Building
Panama City, Panama.

Director: STEPHEN JOHN MULLENS

Address: 12 GREAT JAMES STREET, LONDON WC1N 3DR
ENGLAND

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: FICARDO SOTO PAREDES

Address: Elvira Méndez Street N°10, Banco Do Brasil, Building
Panama City, Panama.

Vice President: _____

Address: _____

Secretary: RAMON HEBERTO JURADO

Address: Elvira Méndez Street N°10, Banco Do Brasil, Building
Panama City, Panama.

Treasurer: RAMON HEBERTO JURADO

Address: Elvira Méndez Street N°10, Banco Do Brasil, Building
Panama City, Panama.

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. [Signature]

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. STEPHEN JOHN MULLENS, DIRECTOR

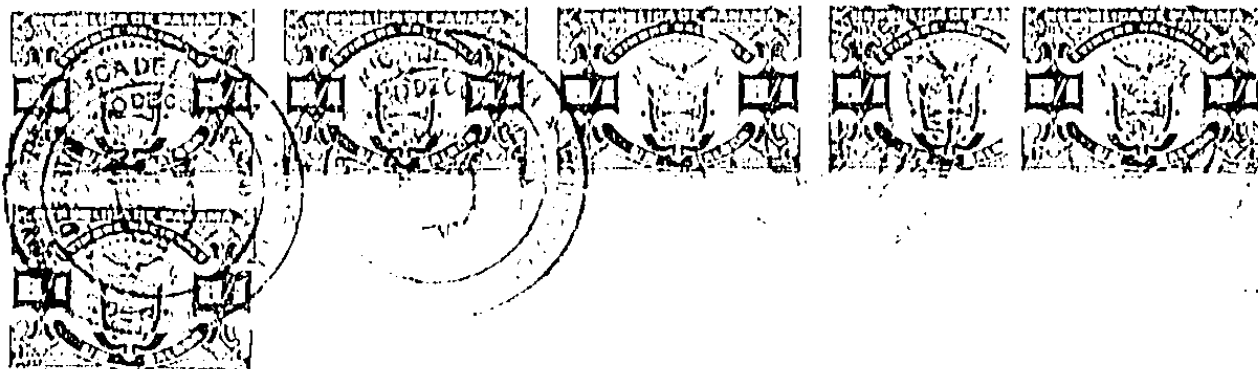
(Typed or printed name and capacity of person signing application)

06 SEP 13 PM 4:13
SEC
TELE
FICARDO SOTO PAREDES

FILED

[illegible]

Tostigo Cédula



(Convention de La Haye du 5 octobre 1961)

1 _____
2 _____
3 _____
4 _____
5 _____
6 _____
7 _____
8 _____
9 _____
10 _____

LA DIRECCION GENERAL DEL REGISTRO PUBLICO

CON VISTA A LA SOLICITUD- 1884 JULY

11/34/1996

C E R T I F I C A -

PANDMNITERRA INCORPORATED-

SE ENCUENTRA REGISTRADA EN LA FICHA- 45844 ROLLO- 2870 IMAGEN- 69
DESDE EL DIECINUEVE DE OCTUBRE DE MIL NOVECIENTOS SETENTA Y NUEVE,
QUE LA SOCIEDAD SE ENCUENTRA VIGENTE.

QUE SUS DIRECTORES SON-

1 - RICARDO SOTO PAREDES

2 - RAMON H. JURADO

3 - STEPHEN JOHN MULLENS

QUE SUS DIGNATARIOS SON-

PRESIDENTE

TESORERO

SECRETARIO

- RICARDO SOTO PAREDES

- RAMON H. JURADO

- RAMON H. JURADO

EXPEDIDO Y FIRMADO EN LA CIUDAD DE PANAMA, EL DOCE DE MARZO DE
MIL NOVECIENTOS NOVENTA Y SEIS , A LAS 12-28-35.30 PM.

SE
TALLAMASCO, FLORIDA

96 SEP 13 PM 4:13

FILED

NOTA- ESTA CERTIFICACION NO ES
VALIDA SI NO LLEVA ADHERIDOS LOS
TIMBRES CORRESPONDIENTES.-



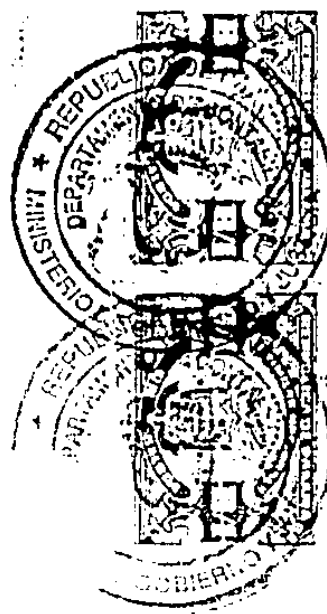
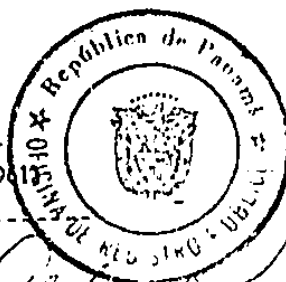
[Signature]

LIC. IVONNE ARJONA
CERTIFICADOR

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Pais *Panamá*
2. El presente documento público
3. ha sido firmado por *[Signature]*
4. y está revestido de *[Signature]*
5. el *[Signature]* e. día *12/3/96*
6. en *[Signature]*
7. número *1884*
8. *[Signature]*
9. *[Signature]*
10. Firma: *[Signature]*



TRANSLATION

ZUFR

PAGE

THE GENERAL DIRECTORATE OF THE PUBLIC REGISTRY

11/03/1996

IN VIEW OF PETITION: 1884 ZULY

C E R T I F I E S:

THAT THE CORPORATION:

PANOMNITERRA INCORPORATED

IS REGISTERED IN MICROJACKET: 45844 ROLL: 2870--FRAME: 69

SINCE OCTOBER NINETEEN OF NINETEEN HUNDRED SEVENTY NINE,

THAT THE CORPORATION IS IN EFFECT

THAT ITS DIRECTORS ARE:

1) RICARDO SOTO PAREDES

2) RAMON H. JURADO

3) STEPHEN JOHN MULLENS

THAT ITS OFFICERS ARE:

PRESIDENT

-RICARDO SOTO PAREDES

TREASURER

-RAMON H. JURADO

SECRETARY

-RAMON H. JURADO

ISSUED AND SIGNED IN THE CITY OF PANAMA, MARCH TWELVE OF
NINETEEN HUNDRED NINETY SIX, AT 12-28-35.3 A.M.

NOTE: THIS CERTIFICATION IS NOT VALID IF THE CORRESPONDING
STAMP TAXES ARE NOT AFFIXED THERETO.

(THERE APPEAR FIVE STAMP TAXES FOR \$14.20)

(SGD. THERE APPEARS AN ILLEGIBLE SIGNATURE)

LIC. IVONNE ARJONA--- CERTIFIER

(SEAL OF THE OFFICE OF THE PUBLIC REGISTRY---REPUBLIC OF PANAMA)

THE FOREGOING IS A TRANSLATION INTO ENGLISH OF THE DOCUMENT IN
SPANISH WHICH WAS PRESENTED TO ME. PANAMA, MARCH 13, 1996

Gisela Espino

Lic. GISELA ESPINO
Intérprete Público Autorizado
Res. No. 171-7-10 86
Panamá, Rep. de Panamá



AFOSU LLE

(Convention de La Haye du 5 octobre 1908)

1. El presente documento público
2. ha sido firmado por *Guillermo Capriles*
3. quien actúa en calidad de *Procurador*
4. y está revestido de sellos públicos de *Caracas*
5. en *Caracas* el día *10/3/96*
6. *Guillermo Capriles*
7. *Procurador*
8. *Guillermo Capriles*
9. *Guillermo Capriles*